

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575
Fax 847 318-7588

VIA FEDERAL EXPRESS



RECORDATION NO. 20461-A FILED

July 7, 1998

JUL 8 '98

1-27 PM

Surface Transportation Board
Attn: Janice Fort
1925 K Street, N.W., Room 704
Washington, DC 20423-0001

Re: Memorandum of Amendment to Lease of Railroad Equipment
Under Recordation No. 20461

Dear Ms. Fort:

Pursuant to the provisions of 49 U.S.C. Section 11301(a), enclosed for subfiling under Recordation No. 20461 are (3) originals and one (1) copy of the Memorandum of Amendment to Lease of Railroad Equipment dated September 30, 1997, to the Equipment Lease Agreement dated May 1, 1996, which has been recorded with the Surface Transportation Board on January 6, 1997, between First Union Rail Corporation and Union Pacific Railroad Company, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return two (2) stamped originals of the enclosed document to the undersigned.

A description of the railroad equipment covered by the enclosed document is set forth on Annex A-1, as attached to such Memorandum.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5368. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Susan Grokulsky".
Susan Grokulsky
Manager - Documents Administration

Enclosures

(UP041)

RECEIVED
SURFACE TRANSPORTATION
BOARD
JUL 8 1 27 PM '98

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

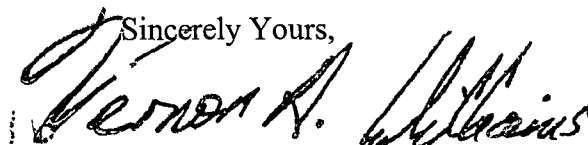
DATE: 7/8/98

Susan Grokulsky
First Union Rail Corporation
6250 River Road, Ste. 5000
Rosemont, Illinois 60018-4214

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3(c), on 7/8/98 ✓ at 1:27PM , and
assigned recordation number(s) 20461-A, 21494, 21495, 21496, 21497, 21498, 21499,
and 21500.

Sincerely Yours,



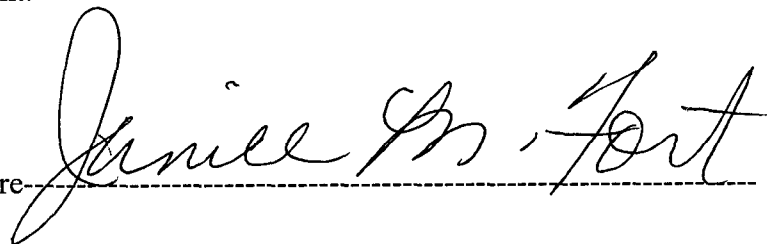
Vernon A. Williams

Enclosure(s)

208.00

\$-----The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



RECORDATION NO. 20461-A

FILED

JUL 8 - '98

1-27 PM

MEMORANDUM OF AMENDMENT
TO
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF AMENDMENT TO LEASE OF RAILROAD EQUIPMENT is intended to evidence the Amendment dated as of September 30, 1997 to the Equipment Lease Agreement dated as of May 1, 1996 (a memorandum of which has been recorded with the Surface Transportation Board on January 6, 1999, and assigned recordation number 20461) (the "Lease") between First Union Rail Corporation (the "Lessor") and Union Pacific Railroad Company (the "Lessee") for the purposes of satisfying the requirement of recordation with the Surface Transportation Board under Section 49 U.S.C. 11101. The Lessor is the owner of the locomotives more fully described in Annex A-1 hereto (the "Locomotives"). The Lessee leased from the Lessor all the Locomotives at the rentals and upon the terms and conditions provided in the Lease. This Memorandum of Amendment to Lease may be signed in one or more counterparts with the same effect as if the signatures thereto and hereto were upon the same instrument.

IN WITNESS WHEREOF, the Lessor and Lessee, each pursuant to due authority, have executed this Memorandum of Amendment to Lease as of the 30th day of September, 1997.

LESSOR:

FIRST UNION RAIL CORPORATION

By: [Signature]
Title: President

LESSEE:

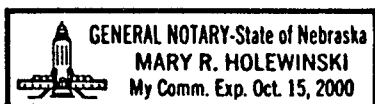
UNION PACIFIC RAILROAD COMPANY

By: [Signature]
Title: Manager Leases

STATE OF Nebraska)
COUNTY OF Douglas)

On September 19, 1997, before me, Mary R. Holewinski,
personally appeared John R. Bellingsley, provided to me on the
basis of satisfactory evidence to be the person whose name is subscribed to the within instrument
and acknowledged to me that he/she executed the same in his/her authorized capacity, and that
by his/her signature on the instrument, the person, or the entity on behalf of which the person
acted, executed the instrument.

WITNESS my hand and official seal.



Mary R. Holewinski
Notary Public

My Commission Expires:

October 15, 2000

EQUIPMENT SCHEDULE
TO
FIRST AMENDMENT TO
EQUIPMENT LEASE AGREEMENT
DATED AS OF MARCH 1, 1997

DESCRIPTION OF EQUIPMENT

MANUFACTURER	MODEL	TYPE	ORIGINAL UP/CNW LOCOMOTIVE ROAD NO.	REVISED UP LOCOMOTIVE ROAD NO.
General Motors	GP-50	Locomotive	5050	5510
General Motors	GP-50	Locomotive	5052	5511
General Motors	GP-50	Locomotive	5053	5512
General Motors	GP-50	Locomotive	5054	5513
General Motors	GP-50	Locomotive	5055	5514
General Motors	GP-50	Locomotive	5056	5542
General Motors	GP-50	Locomotive	5057	5543
General Motors	GP-50	Locomotive	5058	5515
General Motors	GP-50	Locomotive	5059	5516
General Motors	GP-50	Locomotive	5060	5517
General Motors	GP-50	Locomotive	5061	5518
General Motors	GP-50	Locomotive	5062	5519
General Motors	GP-50	Locomotive	5063	5520
General Motors	GP-50	Locomotive	5064	5521
General Motors	GP-50	Locomotive	5065	5522
General Motors	GP-50	Locomotive	5066	5548
General Motors	GP-50	Locomotive	5067	5523
General Motors	GP-50	Locomotive	5068	5524
General Motors	GP-50	Locomotive	5069	5549
General Motors	GP-50	Locomotive	5070	5525
General Motors	GP-50	Locomotive	5071	5550

MANUFACTURER	MODEL	TYPE	ORIGINAL UP/CNW LOCOMOTIVE ROAD NO.	REVISED UP LOCOMOTIVE ROAD NO.
General Motors	GP-50	Locomotive	5072	5526
General Motors	GP-50	Locomotive	5073	5527
General Motors	GP-50	Locomotive	5074	5528
General Motors	GP-50	Locomotive	5075	5529
General Motors	GP-50	Locomotive	5076	5551
General Motors	GP-50	Locomotive	5077	5552
General Motors	GP-50	Locomotive	5078	5530
General Motors	GP-50	Locomotive	5079	5531
General Motors	GP-50	Locomotive	5080	5532
General Motors	GP-50	Locomotive	5081	5544
General Motors	GP-50	Locomotive	5082	5545
General Motors	GP-50	Locomotive	5083	5546
General Motors	GP-50	Locomotive	5084	5533
General Motors	GP-50	Locomotive	5085	5534
General Motors	GP-50	Locomotive	5086	5535
General Motors	GP-50	Locomotive	5087	5553
General Motors	GP-50	Locomotive	5088	5554
General Motors	GP-50	Locomotive	5089	5547
General Motors	GP-50	Locomotive	5090	5536
General Motors	GP-50	Locomotive	5091	5555
General Motors	GP-50	Locomotive	5092	5537
General Motors	GP-50	Locomotive	5093	5538
General Motors	GP-50	Locomotive	5094	5539
General Motors	GP-50	Locomotive	5095	5540
General Motors	GP-50	Locomotive	5097	5556
General Motors	GP-50	Locomotive	5098	5541
General Motors	GP-50	Locomotive	5099	5557